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BellSouth Telecommunications, Inc
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Nashville, TN 37201-3300

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T.R.A. DOCKET ROOM

Guy M Hicks
General Counsel

615 214 6301
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April 19, 2004

VIA HAND DELIVERY

Hon Deborah Taylor Tate
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and NOW Communications, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No 04-00120

Dear Chairman Tate

Pursuant to Section 252(e) of the Telecommunications Act of 1996, NOW Communications, Inc. and BellSouth Telecommunications, Inc are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated February 14, 2003. The Amendment changes the name of the company to NOW Acquisition Corporation.

Thank you for your attention to this matter

Sincerely yours,

Guy M. Hicks

cc R. Scott Seab, Esq., NOW Communications, Inc

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and NOW Communications, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND NOW COMMUNICATIONS, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, NOW Communications, Inc. ("NOW") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated February 14, 2003 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, NOW and BellSouth state the following:

1. NOW and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to NOW. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on April 7, 2003.

2. The parties have recently negotiated an Amendment to the Agreement which changes the name of the company to NOW Acquisition Corporation. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, NOW and BellSouth are submitting their Amendment to the TRA for its consideration and

approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and NOW within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. NOW and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

NOW and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 19th day of April, 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

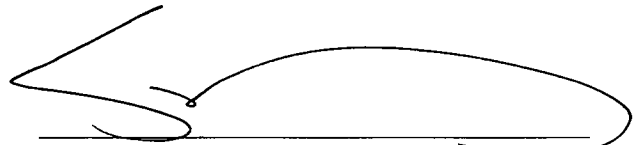
By: 

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 19th day of April, 2004:

R. Scott Seab, Esq.
VP-Regulatory Affairs
711 S. Tejon Street, Suite 201
Colorado Springs, CO 80903



Guy M. Hicks

**Amendment to the Interconnection Agreement
Between
NOW Communications, Inc. and
BellSouth Telecommunications, Inc.
Dated February 14, 2003**

This Amendment is entered into by and between NOW Communications, Inc ("NOW") and BellSouth Telecommunications, Inc ("BellSouth") hereinafter referred to collectively as the "Parties," to amend that certain Interconnection Agreement between the Parties dated February 14, 2003 ("Interconnection Agreement") to be effective as of the date of the last signature to the amendment

WHEREAS, the assets of NOW are being acquired by NOW Acquisition Corporation ("NAC"), a Delaware corporation

WHEREAS, the Parties desire that the Interconnection Agreement be amended to reflect the correct corporate entity name

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows

1. The name of NOW Communications, Inc ("NOW") in the Interconnection Agreement is hereby deleted throughout the Interconnection Agreement and replaced with NOW Acquisition Corporation ("NAC").
2. The Parties agree to delete and replace Section 20 1 of the General Terms and Conditions as follows.

20 1 Every notice, consent, approval, or other communications required or contemplated by this Agreement shall be in writing and shall be delivered by hand, by overnight courier or by US mail postage prepaid, address to

BellSouth Telecommunications, Inc.
BellSouth Local Contract Manager
600 North 19th Street, 8th floor
Birmingham, AL 35203

and

ICS Attorney
Suite 4300
675 West Peachtree Street
Atlanta, GA 30375

NOW Acquisition Corporation

Scott Kellogg
Attorney
180 N Wacker Drive
Ste. 3
Chicago, IL 60606
skellogg@veranet.net
Telephone Number – 312-658-1056
Fax Number – 312-658-5487

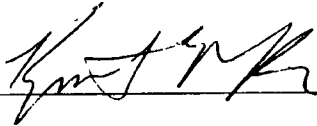
or at such other address as the intended recipient previously shall
have designated by written notice to the other Party

3. All of the other provisions of the Interconnection Agreement, dated February 14, 2003, shall remain in full force and effect
4. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below

BellSouth Telecommunications, Inc.

By



Name Kristen E. Rowe

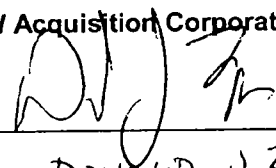
Title Director

Date

3/18/04

NOW Acquisition Corporation

By



Name

DONALD J. ZUCK

Title

VP FINANCING

Date

3 9 04